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February 6, 2004

Via Hand Delivery

The Honorable Deborah Taylor Tate, Chairman
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243


RE *Application of BellSouth Long Distance, Inc to Provide Competing Local
Telecommunications Services*
Docket No 03-00602

Dear Chairman Tate

On behalf of BellSouth Long Distance, Inc, I am enclosing with this letter our reply to the supplemental pleading filed by AT&T of the South Central States, Inc ("AT&T") in support of its petition to intervene in this matter. A copy is being served on counsel for AT&T.

Should you have any questions or require anything further at this time, please do not hesitate to contact me.

Sincerely,



Guilford F. Thornton, Jr

GFT/sef

Enclosures

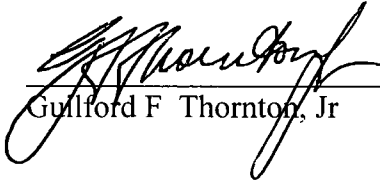
cc Harris Anthony

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CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing has been forwarded via fax or hand delivery and U S mail to the following on this the 6th day of January, 2004

Henry M Walker
Boult Cummings Conners & Berry
414 Union Street, Suite 1600
Nashville, TN 37219



Gullford F Thornton, Jr

**BEFORE THE TENNESSEE REGULATORY AUTHORITY
NASHVILLE, TENNESSEE**

IN RE PETITION OF BELL SOUTH LONG)	
DISTANCE, INC TO PROVIDE)	
COMPETING LOCAL)	Docket No 03-0062
TELECOMMUNICATIONS SERVICES)	

REPLY OF BELL SOUTH LONG DISTANCE, INC.

BellSouth Long Distance, Inc ("BSLD") submits this reply to the Response filed by AT&T Communications of the South Central States, Inc ("AT&T") on January 27, 2004 in this docket BSLD states as follows

1 In support of its petition to intervene, AT&T cites subsections (1) and (2) of T C A 4-5-310 Conveniently, AT&T disregards subsection (3) of the same statute, which provides that intervention will be granted if "the administrative judge or hearing officer determines that the interests of justice *and the orderly and prompt conduct of the proceedings shall not be impaired by allowing the intervention*" (Emphasis added) BSLD has demonstrated in its prior filing that permitting AT&T's intervention will prove disruptive and will delay unnecessarily the consideration of BSLD's application

2 T C A 65-4-201(c) provides that "an authority order, including appropriate findings of fact and conclusions of law, denying or approving, with or without modification, an application for certification of a competing telecommunications service provider shall be entered no more than sixty days from the filing of the application

3 Prior to the filing of AT&T's petition to intervene, TRA staff had promptly served data requests on BSLD in this matter BSLD responded timely to these requests Staff was in the process of following up with BSLD at the time AT&T's petition was filed on December 30, 2003 Communications from TRA staff ceased at that time, pending the Authority's

consideration of AT&T's petition to intervene. Consequently, AT&T's petition already has "impaired" the "orderly and prompt consideration of the proceedings."

4 AT&T asserts that TCA 4-5-102(3) requires that the Authority must conduct a contested case. This is incorrect. Subsection (3) merely defines the term "contested case." In fact, this same subsection provides that "[a]n agency *may* commence a contested case at any time with respect to a matter within the agency's jurisdiction." (Emphasis added.)

5 BSLD does not dispute that, pursuant to TCA 65-4-201(c), the Authority must conduct a hearing on BSLD's application. BSLD does dispute AT&T's claim that the Authority must grant AT&T intervention as a party. As cited by BSLD previously, the Authority need not grant a petition to intervene every time one is filed. BSLD submits that the Authority is perfectly capable of considering BSLD's application in the absence of additional parties. TRA staff has already demonstrated its grasp of the material issues to be considered in this docket. The Authority has conducted lengthy and voluminous proceedings previously involving the same issues present here. As previously cited, the Tennessee Court of Appeals has given a specific road map of how the Authority should ensure structural separation and protect against prospective anticompetitive behavior. The Federal Telecommunications Act at 47 U.S.C. 272 includes a specific checklist of statutory safeguards concerning the treatment of "Section 272 affiliates." There is nothing "tricky" about the Authority applying these protective safeguards to BSLD in its position as a Section 272 affiliate of BellSouth Telecommunications, Inc.

WHEREFORE, BSLD requests that AT&T's Petition to Intervene be denied and that the Authority resume its orderly consideration of BSLD's application.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Gunford F. Thornton, Jr.", written over a horizontal line.

Gunford F Thornton, Jr (No 14508)

Charles W Cook, III (No 14274)

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